

State of Idaho

Department of State

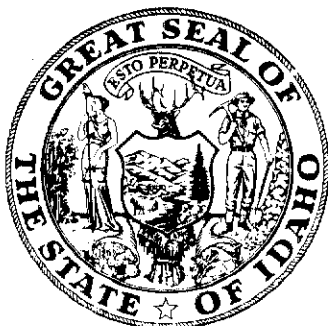
CERTIFICATE OF AUTHORITY
OF

THE HOOVER COMPANY (SALES)
File number C 117542

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE HOOVER COMPANY (SALES) for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THE HOOVER COMPANY (SALES) to transact business in this State under the name THE HOOVER COMPANY (SALES) and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

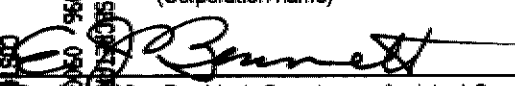
To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is The Hoover Company (Sales)
2. The name which it shall use in Idaho is The Hoover Company (Sales)
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 11/15/96 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
101 East Maple Street, North Canton, Ohio 44720
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated 12/20/96
Hoover Company (Sales)
 (Corporation name)

 its Vice President, Secretary or Assistant Secretary
 (please specify)
E. J. Bennett

CCAP

IDAHO SECRETARY OF STATE

DATE 12/24/1996 0900 49740

CK #: 10704288 CUST#: 21069

AUTH PRO

1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

SECRETARY OF STATE
 DEC 24 10 46 AM '96

IDAHO SECRETARY OF STATE
 DATE 12/24/1996 0900 49740
 EXPEDITE C
 20.00= 20.00

OFFICERS OF THE HOOVER COMPANY (SALES)

<u>Title</u>	<u>Name, Address, Telephone</u>	<u>S.S. #</u>
Chairman	Leonard A. Hadley 1100 S. 6th Ave. W. Newton, IA 50208 (515) 792-8000	484-38-0898
President	Brian A. Girdlestone 4039 Glenmoor Road N.W. Canton, OH 44718 (330) 499-9200	279-84-1142
V.P. Sales	Jerry F. Lauer 821 Fair Oaks S.W. N. Canton, OH 44720 (330) 499-9200	165-38-5478
V.P. Finance	Vitas A. Stukas 1950 Market Avenue, Apt. 84 Canton, OH 44714 (330) 499-9200	269-98-4469
V. P. & Treasurer	David D. Urbani 4200 Timberwood West Des Moines, IA 50265 (515) 792-8000	169-36-5946
Secretary	E. James Bennett 3404 S. 12th Ave. W. Newton, IA 50208 (515) 792-8000	478-48-3736
Asst. Secretary	Edward H. Graham 4150 Greenwood Dr. Des Moines, IA 50312 (515) 792-8000	509-32-1275

12/20/96

DIRECTORS OF THE HOOVER COMPANY (SALES)

<u>Name, Address, Telephone</u>	<u>S.S. #</u>
Leonard A. Hadley 1100 S. 6th Ave. W. Newton, IA 50208 (515) 792-8000	484-38-0898
David D. Urbani 4200 Timberwood West Des Moines, IA 50265 (515) 792-8000	169-36-5946
G. J. Pribanic 1140A Cherry Hills Dr. Newton, IA 50208 (515) 792-8000	163-34-4527

12/20/96

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HOOVER COMPANY (SALES)" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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960375620

AUTHENTICATION:

8250477

DATE:

12-19-96